



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.

A Professional Corporation

Court Plaza North

25 Main Street

P.O. Box 800

Hackensack, NJ 07602-0800

Michael D. Sirota, Esq.

David M. Bass, Esq.

Felice R. Yudkin, Esq.

(201) 489-3000

(201) 489-1536 Facsimile

Proposed Attorneys for Crumbs Bake Shop, Inc., *et al.*,
Debtors-in-Possession

In re:

CRUMBS BAKE SHOP, INC., *et al.*,¹

Debtors-in-Possession.

Case No. 14-24287 (MBK)

(Jointly Administered)

Judge: Michael B. Kaplan

Chapter 11

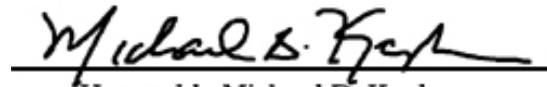
Hearing Date and Time:

July 16, 2014 at 2:00 p.m.

**ORDER AUTHORIZING REJECTION OF CERTAIN UNEXPIRED NONRESIDENTIAL
REAL PROPERTY LEASES *NUNC PRO TUNC* TO THE FILING DATE**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

DATED: 7/16/2014


Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's tax identification number are: Crumbs Bake Shop, Inc. (5274); Crumbs Holdings LLC (8045); Crumbs 42nd Street II, LLC (5913); Crumbs Broad Street, LLC (5319); Crumbs Broadway LLC (2653); Crumbs Federal Street, LLC (9870); Crumbs Garment Center LLC (5142); Crumbs Grand Central LLC (5030); Crumbs Greenwich LLC (6562); Crumbs Greenwich, LLC (3097); Crumbs Hoboken, LLC (5808); Crumbs II, LLC (5633); Crumbs Larchmont, LLC (8460); Crumbs Lexington LLC (0286); Crumbs Park Avenue LLC (5273); Crumbs Retail Bake Shops, LLC (f/k/a Crumbs Fulton Street, LLC) (0930); Crumbs Stamford, LLC (8692); Crumbs Third Avenue LLC (6756); Crumbs Times Square LLC (1449); Crumbs Union Square LLC (8629); Crumbs Union Station LLC (6968); Crumbs West Madison, LLC (5017); Crumbs Woodbury LLC (2588)

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THIS MATTER having been opened to the Court by Crumbs Bake Shop, Inc., *et al.*, the within debtors and debtors-in-possession (the “**Debtors**”), upon motion for entry of an Order authorizing rejection of certain unexpired nonresidential real property leases *nunc pro tunc* to the Filing Date (the “**Motion**”);² and good and sufficient notice of the Motion having been given in accordance with the Order Regarding Application for Expedited Consideration of First Day Matters previously entered by the Court, as evidenced by the Affidavit of Service filed with the Court; and certain of the landlords having raised informal objections to the entry of the Order as filed with the Motion and the Debtors having resolved those objections in accordance with the provisions of this Order; and the Court having considered the moving papers, the opposition thereto, and the arguments of counsel; and good cause appearing for the entry of this Order;

IT IS ORDERED as follows:

1. Pursuant to 11 U.S.C. § 365(a), the Debtors hereby are authorized to reject the Leases identified on Exhibit A hereto, and the Leases hereby are deemed rejected as of the later of (i) to the Filing Date and (ii) the date upon which the premises have been surrendered to the landlord, but in no event later than July 23, 2014. The provisions of this paragraph shall be without prejudice to the rights of the Debtors to assert that such premises were surrendered prior

² All capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application in support of the Motion.

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to July 23, 2014 and the landlords right to dispute the Debtors' asserted date on which the premises were surrendered.

2. The Debtors shall have until July 23, 2014, to remove any property remaining in the leased locations. The Debtors are authorized to abandon any property remaining in the leased locations, and any such property remaining on July 23, 2014 (or such earlier date as the Debtors notify the applicable landlord) shall be deemed abandoned; provided, however, that the Debtors shall not abandon any hazardous (as such term is defined in any federal, state or local law, rule, regulation, or ordinance) material, at the leased locations.

3. On and after July 23, 2014 (or such earlier date as the Debtors notify the applicable landlord that the property is deemed abandoned), landlords may dispose of any abandoned property in their sole and absolute discretion without liability to the Debtors or any third party.

4. Except as specifically set forth in this Order, this Order shall not prejudice any rights of any affected landlord under the Bankruptcy Code, including the right to assert any claims relating to the leased premises, provided that any such claims shall be subject to the Debtor's rights to contest the amount or priority of the claims.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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6. The Debtors have satisfied the requirements of District of New Jersey Local Bankruptcy Rules, D.N.J. LBR 6007-1.

7. Notice of the Motion shall be deemed good and sufficient notice, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice or otherwise deemed waived.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

10. The Debtors' proposed counsel shall serve a copy of this Order on all parties-in-interest by regular mail within seven (7) days hereof.

EXHIBIT A

CRUMBS BAKE SHOP, INC., *et al.*,

REVISED REJECTED LEASES

	Property	Landlord
1.	Burlington Mall 75 Middlesex Turnpike Burlington, MA 01803	Bellwether Properties of Massachusetts Limited Partnership c/o M.S. Management Associates Inc. 225 West Washington St. Indianapolis, IN 46204
2.	Natick Mall 1245 Worcester Street Natick, MA 01760	Natick Mall, LLC Attn: General Manager 1245 Worcester St. Suite 1218 Natick, MA 01760 Natick Mall, LLC c/o Natick Mall Attn: Law/ Lease Admin Dept. 110 N. Wacker Dr. Chicago, IL 60606
3.	Pheasant Lane Mall 310 Daniel Webster Highway Suite 200 Nashua, NH 03060	Pheasant Lane Reality Trust c/o M.S. Management Associates Inc. 225 West Washington St. Indianapolis, IN 46204-3438
4.	South Shore Plaza 250 Granite Street Braintree, MA 02184	Braintree Property Associates Limited Partnership c/o M.S. Management Associates Inc. 225 West Washington St. Indianapolis, IN 46204-3438
5.	Mall at Rockingham Park 99 Rockingham Park Salem, NH 03079	Mall at Rockingham, LLC c/o M.S. Management Associates Inc. 225 West Washington St. Indianapolis, IN 46204-3438

	Property	Landlord
6.	Northshore Mall 210 Andover Street Peabody, MA 01960	Mall at Northshore, LLC c/o M.S. Management Associates, Inc. 225 W. Washington St. Indianapolis, IN 46204-3438
7.	Providence Place One Providence Place Providence, RI 02903	GGP-Providence Place LLC c/o Providence Place Attn: Law/Lease Administration Dept. 110 N. Wacker Dr. Chicago, IL 60606 Providence Place Attn: General Manager One Providence Place Providence, RI 02903
8.	Danbury Fair Mall 7 Backus Avenue Danbury, CT 06810	Danbury Mall, LLC c/o Macerich Attn: Center Manager 7 Backus Ave. Danbury, CT 06810 Danbury Mall, LLC c/o Macerich Attn: Legal Department 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90407
9.	Suburban Square 32 Parking Plaza Suite 101 Ardmore, PA 19003	Amerishop Suburban, L.P. c/o Kimco Realty Corporation 3333 New Hyde Park Rd. Suite 100, P.O. Box 5020 New Hyde Park, NY 11042-0020 Amerishop Suburban, L.P. c/o Kimco Realty Corporation 1954 Greenspring Drive, Suite 330 Timonium, Maryland 21093

	Property	Landlord
10.	Deptford Mall 1750 Deptford Center Road Deptford, NJ 08096	Macerich Deptford LLC c/o Macerich P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90407 Macerich Deptford LLC c/o Macerich 1750 Deptford Center Rd. Deptford, NJ 08096
11.	Freehold Raceway Mall 3710 Route 9 Freehold, NJ 07728	Freemall Associates, LLC Attn: Center Manager Suite 1000 3710 Route 9 Freehold, New Jersey 07728 Freemall Associates, LLC c/o Macerich Attn: Legal Department P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, California 90407
12.	King of Prussia 160 N. Gulph Road King of Prussia, PA 19406	King of Prussia Associates c/o Kravco Simon Company 225 West Washington St. Indianapolis, IN 46204-3438
13.	Christiana Mall 132 Christiana Mall Newark, NJ 19702	Christiana Mall LLC Attn: General Manager 132 Christiana Mall Newark, DE 19702

	Property	Landlord
14.	Columbia Mall 10300 Little Patuxent Parkway Columbia, MD 21044	The Mall in Columbia Business Trust c/o The Mall in Columbia Attn: Law/Lease Administration 110 N. Wacker Dr. Chicago, IL 60606 Notice Party: The Mall in Columbia Attn: General Manager 10300 Little Patuxent Parkway Columbia, MD 21044
15.	Cherry Hill Mall 2000 Route 38 Suite 514 Cherry Hill, NJ 08002	Cherry Hill Center, LLC c/o PREIT Services, LLC 200 South Broad St. The Bellevue, Third Floor Philadelphia, PA 19102
16.	Park City Center 142 Park City Center Lancaster, PA 17601	Park City Center Business Trust c/o Park City Center 110 N. Wacker Dr. Chicago, IL 60606 Notices sent to: Park City Center 142 Park City Center Lancaster, PA 17601
17.	Towson Town Center 825 Dulaney Valley Road Towson, MD 21204	Towson TC, LLC c/o Towson Town Center Attn: Law/Lease Administration 110 N. Wacker Dr. Chicago, IL 60606

	Property	Landlord
18.	White Marsh Mall 8200 Perry Hall Blvd. Baltimore, MD 21236	White Marsh Mall, LLC Attn: General Manager 8200 Perry Hall Blvd. Baltimore, MD 21236 White Marsh Mall, LLC c/o White Marsh Mall Attn: Law/Lease Administration Dept. 110 N. Wacker Dr. Chicago, IL 60606
19.	Garden State Plaza 1 Garden State Plaza Paramus, NJ 07652	Westland Garden State Plaza Limited Partnership Attn: Legal Dept. 11601 Wilshire Blvd. 11th Floor Los Angeles, CA 90025
20.	Rockaway Mall 301 Mount Hope Avenue Rockaway, NJ 07866	Rockaway Center Associates 225 W. Washington St. Indianapolis, IN 46204-3438
21.	Palisades Center 2502 Palisades Center Drive West Nyack, NY 10994	EKLECCO NEWCO LLC c/o Pyramid Management Group, LLC The Clinton Exchange 4 Clinton Square Syracuse, NY 13202-1078